

CF Industries Holdings, Inc.
Form 8-K
May 15, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Form 8-K
CURRENT REPORT
Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 15, 2015

CF Industries Holdings, Inc.

(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

20-2697511
(I.R.S. Employer
Identification No.)

4 Parkway North, Suite 400
Deerfield, IL

(Address of principal
executive office)

001-32597
(Commission File No.)

60015
(Zip Code)

Registrant's telephone number, including area code (847) 405-2400

(Former name or former address if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

CF Industries Holdings, Inc. (the “Company”) held its 2015 annual meeting of stockholders (the “Annual Meeting”) on May 15, 2015. The final voting results for the matters submitted to a vote of the Company’s stockholders at the Annual Meeting are as follows:

1. Election of directors (each of the persons named below was elected at the Annual Meeting to serve for a one-year term expiring at the next annual meeting of stockholders and until his or her successor is duly elected and qualified):

| | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|----------------------|------------|---------------|-------------|---------------------|
| Robert C. Arzbaeher | 36,378,108 | 161,022 | 261,261 | 2,513,106 |
| William Davisson | 36,225,548 | 312,969 | 261,874 | 2,513,106 |
| Stephen A. Furbacher | 36,388,549 | 150,491 | 261,351 | 2,513,106 |
| Stephen J. Hagge | 36,393,926 | 145,166 | 261,299 | 2,513,106 |
| John D. Johnson | 36,225,532 | 313,585 | 261,274 | 2,513,106 |
| Robert G. Kuhbach | 36,390,871 | 147,608 | 261,912 | 2,513,106 |
| Edward A. Schmitt | 36,382,532 | 156,254 | 261,605 | 2,513,106 |
| Theresa E. Wagler | 36,398,175 | 140,418 | 261,798 | 2,513,106 |
| W. Anthony Will | 36,393,764 | 144,307 | 262,320 | 2,513,106 |

2. Approval of an advisory resolution regarding the compensation of the Company’s named executive officers:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|---------------------|
| 34,322,729 | 2,042,170 | 435,492 | 2,513,106 |

3. Ratification of the selection of KPMG LLP as the Company’s independent registered public accounting firm for 2015:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|---------------------|
| 37,765,012 | 1,291,620 | 256,865 | — |

4. Stockholder proposal regarding proxy access:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|---------------------|
| 20,943,385 | 15,575,541 | 281,465 | 2,513,106 |

5. Stockholder proposal regarding the right to act by written consent:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|---------------------|
| 14,703,912 | 21,734,581 | 361,898 | 2,513,106 |

Item 8.01 Other Events.

On May 15, 2015, CF Industries Holdings, Inc. (the “Company”) issued a press release announcing that its Board of Directors has declared a 5-for-1 stock split of the Company’s common stock to be effected in the form of a stock dividend. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description |
|-------------|----------------------------------|
| 99.1 | Press release dated May 15, 2015 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 15, 2015

CF INDUSTRIES HOLDINGS, INC.

By: /s/ Douglas C. Barnard

Name: Douglas C. Barnard

Title: Senior Vice President, General Counsel, and
Secretary

EXHIBIT INDEX

| Exhibit Number | Description |
|----------------|----------------------------------|
| 99.1 | Press release dated May 15, 2015 |